

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re

**THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,**

As a representative of

**THE COMMONWEALTH OF PUERTO RICO
et al.,**

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

**Re: ECF Nos. 5791, 7408, 7409, 7410,
7412, 642 [Case No. 17-03284], 7439,
5783, 5802, 5804, 5805, 6296, 7982, 7988,
7992, 7972, 8204, 8011, 8295, 7987, 7970,
7994, 8016, 7968, 7978, 8008, 8009, 8010,
7989, 7959, 7977, 7976²**

Hearing date: October 30, 2019 at 9:30 a.m. (AST)

**FEE EXAMINER'S REPORT ON UNCONTESTED PROFESSIONAL FEE
MATTERS FOR CONSIDERATION IN CONNECTION WITH THE
OCTOBER 30, 2019 OMNIBUS HEARING**

- I. SUMMARY OF UNCONTESTED FEE APPLICATIONS FOR THE
COFINA FINAL COMPENSATION PERIOD (MAY 5, 2018 TO
FEBRUARY 12, 2019)**
- II. SUMMARY OF UNCONTESTED FEE APPLICATIONS FOR THE SIXTH
INTERIM (FEBRUARY 1, 2019-MAY 31, 2019) AND PRIOR
COMPENSATION PERIODS**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

² The application at COFINA Dkt. No. 642 [Case No. 17-03284] was not filed separately in the main docket.

- III. NOTICE OF DEFERRAL OF SPECIFIC FEE APPLICATIONS FOR CONSIDERATION AT THE DECEMBER 11, 2019 OMNIBUS HEARING OR AT A LATER DATE
- IV. REPORT AND RECOMMENDATIONS REGARDING FEE REVIEW PROCESS FOR MCKINSEY & CO., INC.

TO: HON. LAURA TAYLOR SWAIN,
UNITED STATES DISTRICT JUDGE

INTRODUCTION

On September 27, 2019, the Financial Oversight and Management Board for Puerto Rico (the “**Oversight Board**”) filed a voluntary petition for relief for the Puerto Rico Public Buildings Authority (“the **PBA**”), adding a sixth Title III debtor and, potentially, additional professionals subject to fee review. As of October 23, 2019, the review process includes at least 53 financial, legal, and other professionals submitting applications for Court approval under PROMESA sections 316 and 317. That represents an increase from the 33 professionals reviewed in the first interim fee period.

SUMMARY OF RECOMMENDATIONS

With this report, the Fee Examiner:

--Recommends Court approval of the COFINA Final Fee Applications detailed on **Exhibit A** and **Exhibits B-1** through **B-5**;

--Notifies the Court that the COFINA Final Fee Applications on **Exhibit C** are the subject of ongoing discussions and, by consent, are recommended for adjournment to the December 11, 2019 omnibus hearing or another date convenient for the Court.

--Recommends Court approval of the interim fee applications detailed on **Exhibit D**; and

--Notifies the Court, consistent with paragraphs 2.h and 2.k of the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 3269] (the “**Interim Compensation Order**”), that the Fee Examiner and the applicants listed on **Exhibit E** are in

productive discussions and—to continue their dialogue—have agreed to adjourn their consideration to the December 11, 2019 omnibus hearing or another date convenient for the Court.

COFINA FINAL FEE APPLICATIONS

This Court held plan confirmation and Rule 9019 settlement hearings in the COFINA cases on January 16 and 17, 2019, with the Court entering its Order and Judgment confirming COFINA’s plan of adjustment on February 4, 2019. *See* COFINA Dkt. No. 559. That process—involving five professionals representing the COFINA Agent and the Agent—resolved \$17.6 billion in contested obligations. It remains a signal accomplishment in these cases.

COFINA’s plan of adjustment became effective on February 12, 2019, *see* COFINA Dkt. No. 587, twelve days into the Sixth Interim Fee Period (February 1, 2019 through May 31, 2019) in the main case. The COFINA Agent and her professionals billed a total of \$20,680,188.03 for 19 months of services.

Eleven professionals filed applications covering the entire COFINA Final Fee Period (May 5, 2017 through February 12, 2019). The applications summarized on **Exhibit A** (each a “**Final COFINA Application**” and, collectively, the “**Final COFINA Applications**”) have been verified and reconciled with the interim fee application awards and orders previously entered. Those applications, some further adjusted by consent, are now recommended for Court approval on a final basis. Also attached to this report (the “**Report**”) as **Exhibits B-1** through **B-5** (and summarized on **Exhibit A**) are worksheets outlining the applicants’ interim COFINA fee requests, the agreed deductions embodied in each of the Court’s interim compensation orders, and the total fees and expenses recommended for approval on a final basis. **Exhibit C** includes

Final Applications recommended for deferral to the December 11, 2019 omnibus hearing or a later hearing date.³

Most of the professional fees requested in the Final COFINA Applications already have been awarded on an interim basis without objection. The Fee Examiner has reviewed each of the Final Applications and recommends that, for the applications listed on **Exhibit A**, the Court now integrate the resolutions negotiated and approved by the Court on an interim basis with the further adjustments noted on **Exhibits B-1** through **B-5**.⁴

COFINA Agent Dual Representation

From his initial appointment, the Fee Examiner has expressed continuing concern to the COFINA Agent and counsel about the dual representation initially authorized more than two years ago in the *Stipulation and Order Approving Procedure to Resolve Commonwealth-COFINA Dispute*. COFINA Dkt. No. 996. That Stipulation noted: “The COFINA Agent shall retain the law firms Willkie Farr & Gallagher LLP as lead counsel . . . and Klee Tuchin Bogdanoff & Stern LLP as special municipal bankruptcy counsel.” *Id.* at p. 5, ¶ 4(e). Notwithstanding that designation, some of the latter firm’s work as it proceeded did not appear limited to special municipal bankruptcy issues; rather, the firms often worked in parallel.

Throughout the interim fee process for COFINA, the professionals agreed to reductions in fees for particular duplicative tasks, such as excess hearing and mediation attendance. The Fee Examiner consistently reserved a more general objection to the duplicative representation for the Final COFINA Application discussions. Ultimately, both firms agreed to meaningful

³ Among the Final COFINA Applications recommended for deferral, one requests a \$5.8 million success fee. [Dkt. No. 7341]. The Fee Examiner is conducting additional diligence on the basis for that fee, planning to meet with the professional in early November.

⁴ In some instances, minor final adjustments were necessary to reflect Sixth Interim Fee Period compromises reached after a final fee application had been filed.

additional reductions and to waive certain post-Effective Date fees to which they otherwise may have been entitled. Combined with the already significant adjustments at the interim fee application stage, these final adjustments are sufficient to offset overcharges to the estates as a result of the duplication of efforts, which is expressly prohibited in PROMESA § 316(d)(1).

Expert Witness Fees

In the *Fee Examiner's Supplemental Report, Status Report, and Informative Motion on Presumptive Standards Motion and on Uncontested Fee Applications for the Third (February 1-May 31, 2018) Interim Compensation Period Recommended for Court Approval-All at or Before the Omnibus Hearing Scheduled for December 19, 2018 at 9:30 a.m. (AST)* [Dkt. No. 4455], the Fee Examiner noted with concern the COFINA Agent's retention, through counsel, of certain expert witnesses. The Court had denied the COFINA Agent's request to retain a financial expert, *see* Dkt. No. 1461, and the Fee Examiner has sought to ensure that the expert retentions did not undermine the Court's ruling. As a result, \$712,240.03 in expert fees were carved out of the Third Interim Fee Period award and \$26,325.00 in expert fees out of the Fourth Interim Fee Period award, subject to further discussion and review. *See* Dkt. No. 4508, Ex. A, n.1; Dkt. No. 6523-1, Ex. A, n.1.

The *Order Imposing Additional Presumptive Standards: Rate Increases and the Retention of Expert Witnesses or Other Sub-Retained Professionals* [Dkt. No. 7678] explicitly addressed this issue, requiring parties to certify client consent for expert retention, disclose the terms of engagement, and submit hourly billing records and supporting data for expert witness fees. In substantial compliance with this presumptive standard, the COFINA Agent's counsel submitted the *Declaration of Joseph G. Minias in Support of Expert Witness Fees* as Exhibit 6 to the *Final Fee Application of Willkie Farr & Gallagher LLP, in Its Capacity as Counsel to Bettina M. Whyte, as the COFINA Agent, for Final Allowance of Compensation for Services*

Rendered and Reimbursement of Expenses Incurred From August 3, 2017 Through February 12, 2019 [Dkt. No. 7409], addressing all of the Fee Examiner's stated concerns.

The Fee Examiner and counsel have met with the COFINA Agent's counsel to discuss the expert retentions, reviewed the applicable engagement letters, and verified the billing and expense records submitted by the expert witnesses. These fees and expenses substantially comply with the standards and guidelines applicable to all professionals in these cases, and their reimbursement is now recommended as part of Willkie's Final COFINA Application.

Final Recommendations

The Fee Examiner's review evaluated compliance with all of the requirements established by PROMESA, the Bankruptcy Code, the Executive Office of the U.S. Trustee, the local rules, the two presumptive standards orders, and the Fee Examiner's own guidelines. That included reviewing applications for five interim periods (and 12 days of a sixth), discussing them with the applicants at length, negotiating adjustments, and reviewing and reconciling each of the Final COFINA Applications. The Fee Examiner has concluded that the fees and expenses requested for approval meet the applicable statutory and administrative standards and guidelines for reasonableness and necessity. *See generally* PROMESA §§ 316 and 317, incorporating 11 U.S.C. §§ 330 and 331. Accordingly, the Fee Examiner recommends that the Court approve the Final COFINA Applications listed on **Exhibit A** at or before the hearing scheduled for October 30, 2019.⁵ To the Fee Examiner's knowledge, no objections have been filed to any of the Final COFINA Applications.

⁵ A proposed order approving the Final COFINA Applications, with adjustments, is attached as **Exhibit F**.

Post-Effective Date COFINA Fees

The Puerto Rico Treasury (“Hacienda”) and the Oversight Board have agreed on a modified process for the approval of post-Effective Date COFINA fees. The Fee Examiner worked with AAFAF, the Oversight Board, and their counsel to develop a protocol for the streamlined consideration of these fees. *See Stipulation and Agreed Order, Pursuant to Article 3.2 of the Third Amended Title III Plan of Adjustment of Puerto Rico Sales Tax Financing Corporation, Establishing a Protocol for the Review and Payment of Post-Effective Date COFINA Fees*, entered September 25, 2019 [Dkt. No. 8755]. While this agreement provides for Fee Examiner verification and reporting to AAFAF/Hacienda, no further reporting and recommendations to the Court for post-Effective Date fees are anticipated unless a dispute should arise. The post-Effective Date COFINA fees should be relatively minor in comparison to the overall professional fee burden in the pre-emergence COFINA Title III proceedings.

INTERIM FEE APPLICATIONS

This Report also addresses some of the professional fees and expenses timely submitted for approval and subject to review and recommendation for the Sixth Interim Fee Period (February 1, 2019 – May 31, 2019), along with certain deferred applications from prior interim periods. The Fee Examiner has continued to see improved compliance—from most professionals—with the standards and guidelines imposed since the outset, including limitations on rate increases. Many professionals have continued preemptively to remove charges and expenses from their applications that otherwise might well have been the subject of objections. For some professionals, the Fee Examiner has reserved the right to continue to object based on issues that are familiar to the Court, including rate increases, duplication, and overstaffing.

Duff & Phelps LLC

On October 15, 2019, the Fee Examiner filed a *Limited Objection to the Amended First Interim Application of Duff & Phelps LLC for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Independent Forensic Analysis Team to the Financial Oversight and Management Board for Puerto Rico, as Representative of the Debtor, the Commonwealth of Puerto Rico, for the Period of November 1, 2018 Through January 31, 2019* [Dkt. No. 8862] (the “**Limited Objection**”). The Limited Objection focuses on project management fees in excess of the capped amounts provided in Duff & Phelps’ engagement agreement with the Oversight Board, travel time billed at full hourly rates, as well as fees and expenses attributable to guideline and record-keeping deficiencies. After extensive discussions did not result in a consensual resolution, this became the first specific fee objection filed in these cases.

On October 22, 2019, Duff & Phelps filed the *Reply of Duff & Phelps LLC to Fee Examiner’s Limited Objection (Doc. No. 8862) to Amended First Interim Application for Allowance of Compensation and Reimbursement of Expenses for Period November 1, 2018 Through January 31, 2019* [Dkt. No. 8915]. Contemporaneously, counsel for Duff & Phelps requested that the hearing on the Fee Examiner’s objection be adjourned to the December 11, 2019 omnibus hearing or a later date. The Fee Examiner has no objection to the requested adjournment and hopes the objection may be resolved without the need for a hearing. Accordingly, the Duff & Phelps application is included in the list of applications recommended for deferral on **Exhibit E**.

McKinsey & Company, Inc.

On July 31, 2019, the Fee Examiner filed the *Informative Motion of the Fee Examiner on Review Status of Applications of McKinsey & Company, Inc. as Consultant to the Financial*

Management and Oversight Board [sic] [Dkt. No. 8330] (the “**Informative Motion**”). This Report incorporates the undisputed recitations in the Informative Motion by reference.

On September 3, 2019, the Fee Examiner filed the *Preliminary Status Report on Continuing Review Process for McKinsey & Company, Inc. as Consultant to the Financial Oversight and Management Board* [Dkt. No. 8588] (the “**Preliminary Report**”). That Preliminary Report was interim—anticipating continued due diligence and a subsequent report, and portions of it are repeated here for completeness and convenience.

On May 8, 2018, the Fee Examiner had filed the *Motion of the Fee Examiner to Amend the Fee Examiner Order with Respect to the Scope of the Fee Examiner’s Authority in the Interest of Administrative Efficiency* (the “**Motion to Amend**”) [Dkt. No. 3032], asking the Court to revise the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* (the “**Fee Examiner Order**”) [Dkt. No. 1416].⁶

The Motion to Amend reported that the Fee Examiner could not evaluate McKinsey’s fees under the PROMESA Section 316 and 317 standards because McKinsey’s billing practices under its initial proposal and subsequently negotiated contract with the Oversight Board are based on a team-based, fixed price model that did not require the maintenance of time records.⁷

⁶ The Fee Examiner Order was subsequently amended but, for purposes of this Report, not materially. See Dkt. No. 3324.

⁷ The Oversight Board issued a request for proposal (“RFP”), and McKinsey responded on October 20, 2016. McKinsey and the Oversight Board executed an initial Consulting Agreement for pre-Title III work on November 27, 2016, amending the scope of work under that agreement on March 9, 2017. After the Title III filings, the Oversight Board and McKenzie executed their Title III consulting agreement (the “**Oversight Board-McKinsey Contract**”) effective July 3, 2017. The parties have amended the Oversight Board-McKinsey Contract several times. In light of recent developments, described below, the Oversight Board has stated that McKinsey now is working on a month-to-month basis until the Oversight Board approves an agreed form of amended contract covering the current fiscal year. All of McKinsey’s contracts with the Oversight Board are available through the Oversight Board’s website at <https://oversightboard.pr.gov/documents>. See https://drive.google.com/file/d/1qeH3RM1Ic0q0N0qLb8fa9o-s-la_3AZ3/view (November 26, 2016 Consulting footnote continued on next page...

Motion to Amend at p. 4, ¶ 11. As a result, the Fee Examiner asked to excuse McKinsey from the reasonableness and necessity review described in the Fee Examiner Order, substituting a certification from the Oversight Board. At the June 6, 2018 omnibus hearing, the Court considered the Motion to Amend, denying it in relevant part and directing the Fee Examiner to develop an individualized proposal for McKinsey to satisfy PROMESA's requirements.

After extensive consultation with the Oversight Board and McKinsey, including a day-long visit to McKinsey's Washington, D.C. offices, the Fee Examiner filed the *Fee Examiner's Third Interim Report on Professional Fees and Expenses (February 1, 2018 – May 31, 2018)* [Dkt. No. 4126] (the "**Third Interim Fee Period Report**"). It established an alternative methodology for reviewing McKinsey's fees (the "**McKinsey Fee Protocol**"), recommending McKinsey's first three groups of interim applications for Court approval without adjustment. *See* Third Interim Fee Period Report at pp. 10-14. These applications requested total compensation of \$27.437 million in fees. The Oversight Board-McKinsey Contract does not provide for the separate reimbursement of expenses.

As noted in the Third Interim Fee Period Report, one factor in the Fee Examiner's due diligence and recommendation last year was a Federal Supply Services Schedule with the GSA (the "**GSA Pricelist**"). That represented the U.S. government's negotiated "most favored customer pricing" available to qualified federal government users of McKinsey services. *See id.* at pp. 11-12.

Agreement); <https://drive.google.com/file/d/1n5u9kDhqHolemLhSfGc0Q-W2PTx0oeuU/view> (March 9, 2017 amended Scope of Work document); https://drive.google.com/file/d/1iV82ACFcYQfgtCq02v8rk19nx-g4_VA7/view (July 3, 2017 Title III Consulting Agreement).

Though the Oversight Board-McKinsey Contract *is not* itself a GSA Pricelist contract,⁸ McKinsey provided the GSA Pricelist, along with the name of a contact at the General Services Administration (the “**GSA Reference**”), as part of the extensive discussions leading to the McKinsey Fee Protocol. In particular, McKinsey represented to the Fee Examiner that the GSA Pricelist, setting forth team-based, flat-fee weekly pricing, was similar to its proposal to the Oversight Board, reflecting its practice of not maintaining time records in its government consulting work. McKinsey specifically recommended that the Fee Examiner’s counsel contact the GSA Reference.

Ultimately, the Fee Examiner based the third interim period reasonableness recommendation on “a review of McKinsey’s work records, the site visit, [...] client interviews and expressed satisfaction, and the fee applications themselves,” roughly calculating an estimated blended hourly rate for McKinsey’s work. That estimation yielded an hourly rate comparable to similarly-situated professionals involved in these proceedings. *See* Third Interim Fee Period Report at p. 13.

Neither the GSA Pricelist nor the GSA Reference was a primary factor in the assessment. Rather, the Fee Examiner relied on the GSA Reference to answer questions about the GSA contracting process, to corroborate McKinsey’s representations about the GSA Pricelist, and to obtain a point of comparison for the fixed fee team composition and pricing under the Oversight Board-McKinsey Contract.

The GSA Investigations

In late March 2019, just after the Fee Examiner had recommended the Court’s approval of McKinsey’s most recent interim fee applications, *see* Dkt. No. 5409, an investigator with the

⁸ The Oversight Board is not an eligible user of the GSA Pricelist. *See* Third Interim Fee Period Report at p. 11, n.9.

GSA Office of Inspector General (“OIG”) unilaterally and without prior notice contacted the Fee Examiner’s counsel. He asked about counsel’s earlier conversation with the GSA Reference and summarized OIG’s ongoing internal review of the GSA Pricelist. The Fee Examiner’s counsel immediately requested copies of any investigative documents or reports to better understand the OIG review process, the facts the investigator had described, and the potential relevance to these proceedings.

When the production of a report was not initially forthcoming, the Fee Examiner pressed McKinsey for details, meeting again in person with McKinsey representatives in Washington, D.C. on July 8, 2019 to discuss the investigator’s inquiry. McKinsey said it had no knowledge of the then-ongoing OIG audit.

On July 23, 2019, the OIG published a report entitled *Improper Pricing on the McKinsey Professional Services Contract May Cost the United States an Estimated \$69 Million*. The report remains publicly available at <https://www.gsaig.gov/content/improper-pricing-mckinsey-professional-services-contract-may-cost-united-states-estimated-69> (the “OIG Report”).

Counsel to the OIG stated that this report was the result of the same OIG investigation during which the OIG investigator initially had called the Fee Examiner’s counsel.

The OIG Report describes an earlier audit process, conducted prior to the 2016 renewal of McKinsey’s GSA contract,⁹ known as the “**Preaward Audit**.” The Preaward Audit itself was the subject of a formal, albeit restricted, OIG report dated March 24, 2016.¹⁰

⁹ McKinsey’s contract with the GSA dates to January 27, 2006, with three five-year renewal options. The OIG conducted the routine Preaward Audit in connection with McKinsey’s request that the GSA exercise the second five-year renewal option.

¹⁰ Also on July 23, 2019, counsel to the OIG provided the Fee Examiner with a redacted copy of the March 24, 2016 Preaward Audit report. It contains an annotation stating: “**NOTICE THIS REPORT CONTAINS INFORMATION THAT THE OFFICE OF INSPECTOR GENERAL HAS DETERMINED IS PROPRIETARY AND PRE-DECISIONAL AND DISTRIBUTION IS RESTRICTED TO AGENCY OFFICIALS AND OTHER COGNIZANT**”
footnote continued on next page...

While the GSA Pricelist was not a significant basis for the recommendations to this Court, the facts and findings described in the OIG Report raised serious concerns because they suggest that the OIG, like the Fee Examiner, had noted some time ago the absence of a meaningful quantitative method to calculate comparable hourly rates as one measure of reasonableness. The OIG Report further suggested that McKinsey may not have initially complied with at least some of the GSA's 2016 requests for pricing information in connection with the Preaward Audit.

These developments are material because they again raise the question of whether McKinsey can or should be required to maintain additional records to support its fees in compliance with PROMESA—though not required by the Oversight Board-McKinsey Contract.

Additional Due Diligence

On reviewing the OIG Report and Preaward Audit, the Fee Examiner promptly consulted with the Oversight Board, through its executive director, counsel, and special counsel, to obtain additional information about the process by which Oversight Board initially selected McKinsey. Through its special counsel Michael Luskin, the Oversight Board has provided—and the Fee Examiner has reviewed—roughly 3,000 documents (21,000 pages) potentially related to the RFP process and the Oversight Board's retention of McKinsey. Mr. Luskin had reviewed many of these same documents in connection with his independent review of McKinsey's conflicts disclosures before retention. *See* Dkt. No. 5154.

FEDERAL OFFICIALS. THE OFFICE OF INSPECTOR GENERAL HAS NO OBJECTION TO THE RELEASE OF THIS REPORT, AT THE DISCRETION OF THE CONTRACTING OFFICER, TO AUTHORIZED PERSONS OF THE SUBJECT CONTRACTOR. PERSONS DISCLOSING THIS INFORMATION PUBLICLY OR TO OTHERS NOT HAVING AN OFFICIAL NEED TO KNOW ARE SUBJECT TO POSSIBLE ADMINISTRATIVE OR CIVIL PENALTIES, OR CRIMINAL PENALTIES PURSUANT TO THE TRADE SECRETS ACT (18 U.S.C. SECTION 1905)." McKinsey has since provided an unredacted read-only copy of the Preaward Audit.

The Fee Examiner also spoke personally with the Oversight Board's executive director and general counsel, both of whom confirmed their continued satisfaction with McKinsey's work, their belief in the reasonableness of McKinsey's fees, and the crucial role McKinsey continues to play in these Title III cases, particularly in light of the recent changes within Puerto Rico's government.

On August 2, 2019, the Fee Examiner asked McKinsey, through counsel, to produce 14 categories of documents and to respond to nine specific questions that the OIG Report and Preaward Audit raised. McKinsey began providing responsive documents on August 23, 2019, supplementing the production on August 28 and 29, and September 3 and 24, 2019.

The Fee Examiner's counsel has reviewed all 287 documents (1,451 pages) that McKinsey has produced. After that review and additional meetings and communications with McKinsey to discuss the OIG Report, the Fee Examiner and counsel have obtained sufficient additional information for a thorough re-examination of the fee review protocol for McKinsey—both in general and in light of the OIG report.

Observations

Any fee review process depends on professionals' complete cooperation with the Fee Examiner's requests for the general and specific information needed to conduct a reasonableness analysis. While the OIG Report and Preaward Audit have no *direct* bearing on the Oversight Board-McKinsey Contract pricing and while they do not change the Fee Examiner's conclusions, they do disclose facts and information material to the PROMESA fee review dating to the outset of the Title III process.

McKinsey's initial non-disclosure of the facts and circumstances surrounding the Preaward Audit does not amount to an affirmative misrepresentation, but the importance of quantitative work records has been at issue since McKinsey's first communication with the Fee

Examiner late in 2017. The Fee Examiner expressly requested then that McKinsey begin providing some form of quantitative work records to support its Title III fee requests. McKinsey declined to do so. Notably, McKinsey's restructuring affiliates have, in Chapter 11 cases, maintained quantitative records to support their 11 U.S.C. § 327 fee requests. *See, e.g., In re AMR Corporation*, United States Bankruptcy Court-Southern District of New York, Case No. 11-15463 (SHL).¹¹

McKinsey itself affirmatively introduced the GSA Pricelist into these Title III cases when it:

- Used the GSA Pricelist as a partial explanation for its inability or unwillingness to provide detailed time records;
- Provided a copy of the GSA Pricelist as part of its proposal for the McKinsey Fee Protocol, referring to it during the Fee Examiner's review process; and
- Provided the name and contact information of the (now discredited) GSA Reference to corroborate and explain, if necessary, the GSA contracting process to the Fee Examiner.

Conclusions and Recommendations

Many non-lawyer consultants in Chapter 11 cases bill on a flat-fee basis. *See* 11 U.S.C. § 328(8) (allowing professional compensation "on a fixed or percentage fee basis ..."). The Fee Examiner does not suggest that the team-based fixed pricing in any Oversight Board contract is improper or imprudent. In fact, Oversight Board representatives repeatedly have shared their

¹¹ McKinsey's final fee application in the AMR (American Airlines) bankruptcy appears at Dkt. No. 11689 in the AMR docket. The application is filed in the name of McKinsey Recovery & Transformation Services, LLC, McKinsey & Company Inc. Japan, McKinsey & Company Canada, McKinsey & Company, Inc. Belgium, McKinsey & Company, Inc. Italy, and McKinsey & Company, S.L. At least one McKinsey timekeeper has worked both on the AMR cases and these Title III cases.

view that, were McKinsey to bill hourly, the cost to the Commonwealth would be significantly higher than its fixed fees, which total \$59,514,500.00 through June 30, 2019.¹²

Given all of the information now available to the Fee Examiner, the pricing in the Oversight Board-McKinsey Contract is still reasonable. One of the documents McKinsey produced is its “commercial rate card,” reflecting the weekly team-based price for McKinsey’s *non-governmental* clients. This commercial rate pricing correlates with the Oversight Board-McKinsey contract. Further, McKinsey’s services and institutional knowledge most certainly are necessary to the administration of these cases—perhaps more so now than at any other time. The Oversight Board has been unrestrained in its praise for McKinsey’s work in these matters and reports that the Title III process would be irreparably harmed by any interruption to McKinsey’s work.

It is not the Fee Examiner’s place to dictate the terms of the Oversight Board’s relationship with its professionals, including McKinsey. Nonetheless, enhanced record-keeping and disclosure will provide additional assurance to the Court, and to the public, that McKinsey’s flat fees are fair and reasonable.

In consultation with the Fee Examiner, McKinsey has developed an “Activity Summary” to be provided for each McKinsey timekeeper on a weekly basis. This publicly-filed record will supplement the already detailed statements of work included in McKinsey’s fee applications.

Further, at the Fee Examiner’s request, McKinsey has agreed to certify publicly as part of the interim and final fee application process that timekeepers assigned to Oversight Board

¹² McKinsey professional hourly rates in AMR ranged from \$200 to \$950 per hour, with a blended hourly rate of \$552.87 in 2014 dollars. Given the staffing patterns in the Title III cases as reported and the working hours McKinsey is willing to certify, the Oversight Board’s assessment of the significant value McKinsey provides is likely correct. Independent review by the Board’s special counsel and the Fee Examiner’s counsel provides another source of verification.

Title III matters “full time” work no fewer than the equivalent of 60 hours per week, on average, and that “part time” timekeepers work no fewer than the equivalent of 25 hours per week, on average, on these matters.

In light of McKinsey’s cooperation, including its compliance with the supplemental information requests and the significant additional diligence conducted, the Fee Examiner recommends that the pending McKinsey Applications for the Fifth Interim Fee Period (October 1, 2018 through January 31, 2019) and the Sixth Interim Fee Period (February 1, 2019 through May 31, 2019) are appropriate for Court approval on an interim basis, as noted on **Exhibit D**, without adjustment.

Remaining Professionals

With respect to the other interim applications recommended for approval, no objections have been filed to any of them. **Exhibit D** lists all of the Sixth (and prior deferred) Interim Fee Period applications now recommended for approval and the recommended adjustments to each of them.¹³ Where deviation from the guidelines and presumptions has occurred, the professional has made a showing sufficient to answer initial questions and challenges.

Exhibit E lists applications recommended for deferral as well as applications filed after the Fee Examiner’s deadlines or applications initially supported by incomplete data or documentation. Like every fee and expense application, whenever submitted, interim applications all remain subject to Court approval of final applications (as the final COFINA review process demonstrates) at the conclusion of these proceedings. As negotiations continue, this Report and Exhibits may be supplemented.

¹³ A proposed order for the Court’s approval of interim fee applications, with adjustments, is attached to this report as **Exhibit G**.

RELIEF REQUESTED

For the reasons stated in this report, and in the absence of any objection, the Fee Examiner recommends that the Court approve under PROMESA sections 316 and 317 the applications listed on **Exhibits A** and **D** and permit the deferral of the applications listed on **Exhibits C** and **E** to the omnibus hearing scheduled for December 11, 2019 or a later date.

Dated: October 23, 2019.

WE HEREBY CERTIFY that on this date, we electronically filed the foregoing report with the Clerk of the Court using the CM/ECF system that will send notification of such filing to all attorneys of record registered in the use of the CM/ECF system.

EDGE Legal Strategies, PSC

s/Eyck O. Lugo
Eyck O. Lugo
Vilmarys M. Quiñones Cintrón
252 Ponce de León Avenue
Citibank Tower, 12th Floor
San Juan, PR 00918
Telephone: (787) 522-2000
Facsimile: (787) 522-2010

Puerto Rico Counsel for Fee Examiner

GODFREY & KAHN, S.C.
One East Main Street, Suite 500
Madison, WI 53703
Telephone: (608) 257-3911
Facsimile: (608) 257-0609

Brady C. Williamson (*Pro Hac Vice*)
Fee Examiner

Katherine Stadler (*Pro Hac Vice*)
Counsel for the Fee Examiner

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

FINAL Fee Applications Recommended for Approval:

	Applicant	Compensation Period	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments		Final Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Final Fees Recommended for Approval	Final Expenses Recommended for Approval
	<i>Advisor FOMB - COFINA</i>								
1	Alvarez & Marsal [Dkt. No. 5791 and 17-03284 Dkt. No. 625]	8/9/2018 - 2/12/2019	\$ 614,175.75	\$ 1,417.50		\$ -	\$ -	\$ 612,758.25	\$ -
	<i>Special Municipal Bankruptcy Counsel for COFINA Agent</i>								
2	Klee Tuchin Bofdanoff & Stern LLP [Dkt. No. 7410]	7/31/2017 - 2/12/2019	\$ 2,549,727.72	\$ 45,428.27	FN1	\$ 54,611.61	\$ -	\$ 2,504,299.45	\$ 54,611.61
	<i>Puerto Rico Counsel for COFINA Agent</i>								
3	Nilda M. Navarro-Cabrer [Dkt. No. 7412]	8/16/2017 - 2/12/2019	\$ 361,478.75	\$ -		\$ 3,805.46	\$ -	\$ 361,478.75	\$ 3,805.46
	<i>COFINA Agent</i>								
4	Whyte, Bettina [Dkt. No.7408]	8/3/2017 - 2/12/2019	\$ 1,098,223.50	\$ 2,680.00		\$ 40,397.88	\$ -	\$ 1,095,543.50	\$ 40,397.88
	<i>Counsel to COFINA Agent</i>								
5	Willkie Farr & Gallagher LLP [Dkt. No. 7409]	8/3/2017 - 2/12/2019	\$ 14,322,076.14	\$ 189,717.96		\$ 1,234,047.92	\$ 1,244.69	\$ 14,132,358.18	\$ 1,232,803.23

FN1 - Klee Tuchin has agreed to waive its claim for post-effective date final fee application preparation charges totaling \$10,000.00 and interim and final fee applications preparation charges totaling \$32,500.00 which were not included in the final fee request or this adjustment.

EXHIBIT B1

ALVAREZ & MARSAL NORTH AMERICA, LLC SUMMARY OF INTERIM FEE APPLICATIONS (COFINA)							
Fee Period	Fees Requested	Recommended Adjustments	Fees Approved by Court	Expenses Requested	Recommended Adjustments	Expenses Approved by Court	Interim Order Date & Docket Number
Fourth Interim [Dkt. No. 4306] (8/9/2018 - 9/30/2018)	\$250,780.50	\$0.00	\$250,780.50	\$0.00	\$0.00	\$0.00	3/14/2019 [Dkt. No. 5654]
Fifth Interim [Dkt. No. 5789] (10/1/2018 – 1/31/2019)	\$358,890.75	\$1,417.50	\$357,473.25	\$0.00	\$0.00	\$0.00	6/26/2019 [Dkt. No. 7670]
Final [Dkt. No. 5791] (2/1/2018 – 2/12/2019)	\$4,504.50	\$0.00		\$0.00	\$0.00		
Total Fees and Expenses Approved by Interim Order:			\$608,253.75			\$0.00	

FINAL FEE APPLICATION RECOMMENDATION			
Docket Number	Final Fee Period Dates	Fees	Expenses
[D.I. 5791]	8/9/2018 to 2/12/2019	\$614,175.75	\$0.00
Final Recommended Adjustments ¹		(\$1,417.50)	\$0.00
Final Recommended Fee Award		\$612,758.25	\$0.00

¹ The recommended fee adjustment is a consensual deduction from the second interim fee application, which had not yet been resolved when A&M filed its final application.

EXHIBIT B2

COFINA AGENT BETTINA M. WHYTE SUMMARY OF INTERIM FEE APPLICATIONS (COFINA)							
Fee Period	Fees Requested	Recommended Adjustments	Fees Approved by Court	Expenses Requested	Recommended Adjustments	Expenses Approved by Court	Interim Order Date & Docket Number
First Interim [Dkt. No. 2029; 2097] (8/3/2017 – 9/30/2017)	\$264,460.00	\$15,273.50	\$249,186.50	\$21,392.86	\$4,615.70	\$16,777.16	3/7/2018 [Dkt. No. 2685] 6/8/2018 [Dkt. No. 3279]
Second Interim [Dkt. No. 2725] (10/1/2017 – 1/31/2018)	\$160,945.00	\$19,098.00	\$141,847.00	\$3,779.56	\$664.08	\$3,115.48	6/8/2018 [Dkt. No. 3279]
Third Interim [Dkt. No. 3540] (2/1/2018 – 5/31/2018)	\$448,730.00	\$15,480.00	\$433,250.00	\$18,649.09	\$1,909.96	\$16,739.13	12/19/2018 [Dkt. No. 4508]
Fourth Interim [Dkt. No. 4261] (6/1/2018 - 9/30/2018)	\$115,170.00	\$0.00	\$115,170.00	\$2,830.51	\$751.38	\$2,079.13	3/14/2019 [Dkt. No. 5654]
Fifth Interim [Dkt. No. 5780] (10/1/2018 – 2/12/2019)	\$158,770.00	\$2,680.00	\$156,090.00	\$1,686.98	\$0.00	\$1,686.98	7/23/2019 [Dkt. No. 8189]
Total Fees and Expenses Approved by Interim Order:			\$1,095,543.50			\$40,397.88	

Exhibit B2
COFINA Agent Bettina M. Whyte
Page 2

FINAL FEE APPLICATION RECOMMENDATION			
Docket Number	Final Fee Period Dates	Fees	Expenses
Final [Dkt. No. 7408]	8/3/2017 to 2/12/2019	\$1,098,223.50	\$40,397.88
Final Recommended Adjustments ¹		(\$2,680.00)	
Final Recommended Fee Award		\$1,095,543.50	\$40,397.88

21367602.1

¹ The recommended fee adjustment is a consensual deduction from the fifth interim fee application, which had not yet been resolved when the COFINA Agent filed her final application.

EXHIBIT B3

WILLKIE FARR & GALLAGHER, LLP SUMMARY OF INTERIM FEE APPLICATIONS (COFINA)							
Fee Period	Fees Requested	Recommended Adjustments	Fees Approved by Court	Expenses Requested	Recommended Adjustments	Expenses Approved by Court	Interim Order Date & Docket Number
First Interim [Dkt. No. 2031] (8/3/2017 – 9/30/2017)	\$4,661,711.75	\$239,719.34	\$4,406,475.83	\$158,974.01	\$75,026.77	\$83,947.24	3/7/2018 [Dkt. No. 2685] 6/8/2018 [Dkt. No. 3279]
Second Interim [Dkt. No. 2727] (10/1/2017 – 1/31/2018)	\$4,348,432.15	\$175,074.17	\$4,173,357.98	\$138,798.99	\$952.85	\$137,846.14	6/8/2018 [Dkt. No. 3279]
Third Interim [Dkt. No. 3541] (2/1/2018 – 5/31/2018)	\$4,634,348.89	\$145,314.31	\$4,489,034.58	\$957,142.80	\$712,846.34	\$244,296.46	12/19/2018 [Dkt. No. 4508]
Fourth Interim [Dkt. No. 4263] (6/1/2018 - 9/30/2018)	\$730,672.54	\$18,610.36	\$712,062.18	\$42,302.71	\$26,517.23	\$15,785.48	4/26/2019 [Dkt. No. 6523]
Fifth Interim [Dkt. No. 5782] (10/1/2018 – 2/12/2019)	\$496,165.52 ¹	\$57,967.96	\$464,311.54	\$13,607.57	\$1,244.69	\$12,362.88	7/23/2019 [Dkt. No. 8189]
Total Fees and Expenses Approved by Interim Order:			\$14,245,242.11			\$494,238.20	

¹ The Omnibus Order Awarding Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Fifth Interim Compensation Period from October 1, 2019 through January 31, 2019 [Dkt. No. 8189] at Exh. A, line 10, incorrectly stated the amount of fees requested in the fifth interim fee application as \$522,279.50.

Exhibit B3
Willkie Farr & Gallagher LLP
Page 2

FINAL FEE APPLICATION RECOMMENDATION			
Docket Number	Final Fee Period Dates	Fees	Expenses
Final [Dkt. No. 7409]	8/3/2017 to 2/12/2019	\$14,322,076.14	\$1,234,047.92
Approved post-effective date final fee application preparation charges ²		\$44,980.05	
Fifth Interim Recommended Adjustments ³		(\$57,967.96)	(\$1,244.69)
Final Recommended Adjustments ⁴		(\$131,750.00)	
Final Recommended Fee Award		\$14,132,358.18	\$1,232,803.23⁵

21370001.1

² The approved post-effective date final fee application preparation charges of \$44,980.05 is included in the final fee request of \$14,322,076.14.

³ The Fifth Interim Recommended Adjustments reflects a consensual deduction of \$57,967.96 in fees and \$1,244.69 in expenses from the fifth interim fee application, which had not yet been resolved when Willkie Farr filed its final application.

⁴ The Final Recommended Adjustments include a consensual deduction from the final fee application of \$131,750.00 in fees.

⁵ The Final Recommended Expense Award includes \$712,240.03 in deferred expenses from the third interim fee application and \$26,325.00 in deferred expenses from the fourth interim fee application all relating to expert witness fees that the Fee Examiner has reviewed and recommends for approval in connection with the final fee application.

EXHIBIT B4

KLEE, TUCHIN, BOGDANOFF & STERN LLP SUMMARY OF INTERIM FEE APPLICATIONS (COFINA)							
Fee Period	Fees Requested	Recommended Adjustments	Fees Approved by Court	Expenses Requested	Recommended Adjustments	Expenses Approved by Court	Interim Order Date & Docket Number
First Interim [Dkt. Nos. 2032, 2099] (7/31/2017 – 9/30/2017)	\$592,705.00	\$46,016.60	\$546,688.40	\$11,133.88	\$935.22	\$10,198.66	3/7/2018 [Dkt. No. 2685] 6/8/2018 [Dkt. No. 3279]
Second Interim [Dkt. No. 2728] (10/1/2017 – 1/31/2018)	\$587,025.50	\$22,079.50	\$564,946.00	\$12,994.18	\$0.00	\$12,994.18	6/8/2018 [Dkt. No. 3279]
Third Interim [Dkt. No. 3542] (2/1/2018 – 5/31/2018)	\$869,739.50	\$47,930.65	\$821,808.85	\$27,854.77	\$1,328.08	\$26,526.69	12/19/2018 [Dkt. No. 4508]
Fourth Interim [Dkt. No. 4265] (6/1/2018 - 9/30/2018)	\$343,458.50	\$6,591.53	\$336,866.97	\$4,535.89	\$23.42	\$4,512.47	4/26/2019 [Dkt. No. 6523]
Fifth Interim [Dkt. No. 5783] (10/1/2018 – 2/12/2019)	\$279,280.50	<i>Pending</i>	<i>Pending</i>	\$379.61	<i>Pending</i>	<i>Pending</i>	<i>Pending</i>
Total Fees and Expenses Approved by Interim Order:			\$2,270,310.22			\$54,232.00	

Exhibit B4
Klee, Tuchin, Bogdanoff & Stern LLP
Page 2

FINAL FEE APPLICATION RECOMMENDATION			
Docket Number	Final Fee Period Dates	Fees	Expenses
Final [Dkt. No. 7410]	7/31/2017 to 2/12/2019	\$2,549,727.72	\$54,611.61
Agreed Waiver of Fee Application Preparation Charges ¹		(\$42,500.00)	
Final Recommended Adjustments		(\$45,428.27)	
Final Recommended Fee Award		\$2,504,299.45	\$54,611.61

21371938.2

¹ Klee Tuchin has agreed to waive its claim for post-effective date final fee application preparation charges totaling \$10,000.00 and interim and final fee application preparation charges totaling \$32,500.00 which were not included in the final fee request.

EXHIBIT B5

NILDA M. NAVARRO-CABRER SUMMARY OF INTERIM FEE APPLICATIONS (COFINA)							
Fee Period	Fees Requested	Recommended Adjustments	Fees Approved by Court	Expenses Requested	Recommended Adjustments	Expenses Approved by Court	Interim Order Date & Docket Number
First Interim [Dkt. No. 2038] (8/16/2017 – 9/30/2017)	\$35,962.50	\$0.00	\$35,962.50	\$431.50	\$0.00	\$431.50	3/7/2018 [Dkt. No. 2685]
Second Interim [Dkt. No. 2726] (10/1/2017 – 1/31/2018)	\$102,662.50	\$750.00	\$101,912.50	\$784.42	\$0.00	\$784.42	6/8/2018 [Dkt. No. 3279]
Third Interim [Dkt. No. 3545] (2/1/2018 – 5/31/2018)	\$103,025.00	\$5,793.75	\$97,231.25	\$2,379.82	\$0.00	\$2,379.82	12/19/2018 [Dkt. No. 4508]
Fourth Interim [Dkt. No. 4268] (6/1/2018 - 9/30/2018)	\$47,962.50	\$0.00	\$47,962.50	\$140.23	\$0.00	\$140.23	3/14/2019 [Dkt. No. 5654]
Fifth Interim [Dkt. No. 5784] (10/1/2018 – 2/12/2019)	\$61,737.50	\$0.00	\$61,737.50	\$24.78	\$0.00	\$24.78	6/26/2019 [Dkt. No. 7670]
Total Fees and Expenses Approved by Interim Order:			\$344,806.25			\$3,760.75	

Exhibit B5
Nilda M. Navarro-Cabrer
Page 2

FINAL FEE APPLICATION RECOMMENDATION			
Docket Number	Final Fee Period Dates	Fees	Expenses
Final [Dkt. No. 7412]	8/16/2017 to 2/12/2019	\$361,478.75	\$3,805.46
Approved post-effective date final fee application preparation charges ¹		\$16,662.50	\$44.71
Final Recommended Adjustments		\$0.00	\$0.00
Final Recommended Fee Award		\$361,478.75	\$3,805.46

21371646.1

¹ The approved post-effective date final fee application preparation charges of \$16,662.50 in fees are included in the final fee request of \$361,478.75 and expenses of \$44.71 are included in the final expense request of \$3,805.46.

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

FINAL Fee Applications Recommended for Deferral:

	Applicant	Compensation Period	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Final Fees Recommended for Approval	Final Expenses Recommended for Approval
	<i>Investment Banker and Financial Advisor FOMB - COFINA</i>							
1	Citigroup Global Markets Inc. [Dkt. No. 7341 and 17-03284 Dkt. No. 639]	5/5/2017 - 2/12/2019	\$ 5,873,156.76		\$ -			
	<i>Counsel to AAFAF</i>							
2	DLA Piper [Dkt. No. 7973]	6/1/2017 - 4/30/2019	\$ 3,144,379.59		\$ 40,693.07			
	<i>Puerto Rico Counsel for AAFAF</i>							
3	Marini Pietrantonio Muniz LLC [17-03284 Dkt. No. 642]	3/1/2018 - 2/12/2019	\$ 41,366.70		\$ 57.00			
	<i>Counsel to AAFAF - COFINA</i>							
4	O'Melveny & Myers [17-03284 Dkt. No. 640]	5/5/2017 - 2/12/2019	\$ 8,674,704.03		\$ 78,506.01			
	<i>Puerto Rico Counsel to FOMB</i>							
5	O'Neill & Borges LLC [Dkt. No. 7717]	5/5/2017 - 2/12/2019	\$ 183,261.60		\$ 8,022.35			
	<i>Bankruptcy Counsel to Debtors - COFINA</i>							
6	Proskauer Rose LLP [Dkt. No.7428 and 17-03284 Dkt. No. 644]	5/5/2017 - 2/12/2019	\$ 7,761,268.26		\$ 175,857.99			
	<i>Financial Advisor and Investment Banker to AAFAF</i>							
7	Rothschild & Co US Inc. [Dkt. No. 8512]	4/1/2018 - 2/28/2019	\$ 7,617,096.77		\$ 36,050.83			

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Fifth - Sixth Interim Fee Period Applications Recommended for Approval:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Fifth Interim Fee Period (October 1, 2018 - January 31, 2019)							
<i>Financial Advisors to Commonwealth</i>							
1	Conway MacKenzie [Dkt. No. 7439]	11/1/2018 - 2/28/2019	\$ 4,000,000.00	\$ -	\$ -	\$ -	\$ 4,000,000.00
<i>Special Municipal Bankruptcy Counsel for COFINA Agent</i>							
2	Klee Tuchin Bofdanoff & Stern LLP [Dkt. No. 5783]	10/1/2018 - 2/12/2019	\$ 279,280.50	\$ -	\$ 379.61	\$ -	FN1
<i>Consulting Services Provider to FOMB - PREPA</i>							
3-a	McKinsey & Company, Inc. [Dkt. No. 5802 and 17-04780 Dkt. No. 1132]	10/1/2018 - 1/31/2019	\$ 2,960,000.00	\$ -	\$ -	\$ -	\$ 2,960,000.00
<i>Consulting Services Provider to FOMB - Commonwealth</i>							
3-b	McKinsey & Company, Inc. [Dkt. No. 5804]	10/1/2018 - 1/31/2019	\$ 5,670,000.00	\$ -	\$ -	\$ -	\$ 5,670,000.00
<i>Consulting Services Provider to FOMB - HTA</i>							
3-c	McKinsey & Company, Inc. [Dkt. No. 5805 and 17-03567 Dkt. No. 543]	10/1/2018 - 1/31/2019	\$ 1,240,000.00	\$ -	\$ -	\$ -	\$ 1,240,000.00
<i>Puerto Rico Counsel to FOMB</i>							
4	O'Neill & Borges LLC [Dkt. No. 6296]	10/1/2018 - 1/31/2019	\$ 418,754.85	\$ 24,898.15	\$ 6,604.94	\$ 208.55	\$ 393,856.70
Sixth Interim Fee Period (February 1 - May 31, 2019)							
<i>Advisor to FOMB - Commonwealth</i>							
5-a	Alvarez & Marsal North America, LLC [Dkt. No. 7982]	2/1 - 5/31/2019	\$ 1,771,056.00	\$ 10,860.64	\$ 14,074.58	\$ 75.48	\$ 1,760,195.36
<i>Advisor to FOMB - ERS</i>							
5-b	Alvarez & Marsal North America, LLC [Dkt. No. 7988 and 17-03566 Dkt. No. 650]	2/1 - 5/31/2019	\$ 489,325.50	\$ -	\$ -	\$ -	\$ 489,325.50
<i>Advisor to FOMB - HTA</i>							
5-c	Alvarez & Marsal North America, LLC [Dkt. No. 7992 and 17-03567 Dkt. No. 607]	2/1 - 5/31/2019	\$ 143,892.00	\$ -	\$ -	\$ -	\$ 143,892.00
<i>Puerto Rico Counsel for the Official Committee of Retired Employees</i>							
6	Bennazar, Garcia & Milian, C.S.P. [Dkt. No. 7972]	2/1 - 5/31/2019	\$ 329,182.50	\$ 2,672.50	\$ 572.79	\$ -	\$ 326,510.00
<i>Puerto Rico Local Conflicts Counsel to Special Claims Committee</i>							
7	Cardona Fernandez, Ileana C. [Dkt. No. 8204]	2/1 - 5/31/2019	\$ 2,205.00	\$ -	\$ -	\$ -	\$ 2,205.00
<i>Puerto Rico Counsel to the Official Committee of Unsecured Creditors</i>							
8	Casillas, Santiago & Torres, LLC [Dkt. No. 8011]	2/1 - 5/31/2019	\$ 498,096.50	\$ 2,924.00	\$ 16,319.32	\$ -	\$ 495,172.50
<i>Puerto Rico Counsel to Special Claims Committee</i>							
9	Estrella, LLC [Dkt. No. 8295]	2/1 - 5/31/2019	\$ 176,076.00	\$ 6,594.05	\$ 1,403.00	\$ 370.00	\$ 169,481.95
<i>Chief Financial Advisor to PREPA</i>							
10	Filsinger Energy Partners, Inc. [Dkt. No. 7987 and 17-4780 Dkt. No. 1462]	2/1 - 5/31/2019	\$ 3,773,793.20	\$ -	\$ 302,943.47	\$ -	\$ 3,773,793.20
<i>Financial Advisor to the Official Committee of Retired Employees</i>							
11	FTI Consulting, Inc. [Dkt. No. 7970]	2/1 - 5/31/2019	\$ 1,013,373.50	\$ 62,000.00	\$ 8,153.93	\$ -	\$ 951,373.50
<i>Special Litigation Counsel to the Official Committee of Unsecured Creditors</i>							
12	Genovese Joblove and Battista, P.A. [Dkt. No. 7994]	4/16 - 5/31/2019	\$ 691,742.25	\$ 33,835.20	\$ 10,373.05	\$ 6,524.49	\$ 657,907.05
<i>Counsel for FOMB</i>							
13	Gierebolini & Carroll Law Offices, PSC [Dkt. No. 8016]	2/1 - 5/31/2019	\$ 19,504.00	\$ 520.00	\$ 520.00	\$ -	\$ 18,984.00

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Fifth - Sixth Interim Fee Period Applications Recommended for Approval:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Information Agent to the Official Committee of Retired Employee</i>							
14	Marchand ICS Group [Dkt. No. 7978]	2/1 - 5/31/2019	\$ 101,092.00	\$ -	\$ 12,028.72	\$ -	\$ 101,092.00	\$ 12,028.72
	<i>Consulting Services Provider to FOMB - Commonwealth</i>							
15-a	McKinsey & Company, Inc. [Dkt. No. 8008]	2/1 - 5/31/2019	\$ 5,670,000.00	\$ -	\$ -	\$ -	\$ 5,670,000.00	\$ -
	<i>Consulting Services Provider to FOMB - HTA</i>							
15-b	McKinsey & Company, Inc. [Dkt. No. 8009 and 17-03567 Dkt. No. 610]	2/1 - 5/31/2019	\$ 1,240,000.00	\$ -	\$ -	\$ -	\$ 1,240,000.00	\$ -
	<i>Consulting Services Provider to FOMB - PREPA</i>							
15-c	McKinsey & Company, Inc. [Dkt. No. 8010 and 17-4780 Dkt. No. 1463]	2/1 - 5/31/2019	\$ 2,960,000.00	\$ -	\$ -	\$ -	\$ 2,960,000.00	\$ -
	<i>Counsel to the FOMB</i>							
16	Munger, Tolles & Olson LLP [Dkt. No. 7989]	8/1-31, 2018 10/1/2018 - 5/31/2019	\$ 687,648.73	\$ 29,222.41	\$ 15,666.19	\$ 3,741.63	\$ 658,426.32	\$ 11,924.56
	<i>Special Debt Financing Counsel for PREPA</i>							
17	Norton Rose Fulbright US LLP [Dkt. No. 7959 and 17-04780 Dkt. No. 1460]	2/1 - 5/31/2019	\$ 381,780.00	\$ 3,819.20	\$ -	\$ -	\$ 377,960.80	\$ -
	<i>Financial Advisor to the Mediation Team</i>							
18	Phoenix Management Services, LLC [Dkt. No. 7977]	2/4 - 6/2/2019	\$ 91,366.00	\$ 555.00	\$ 2,343.20	\$ -	\$ 90,811.00	\$ 2,343.20
	<i>Actuaries and Consultants to the Official Committee of Retired Employees</i>							
19	Segal Consulting [Dkt. No. 7976]	2/1 - 5/31/2019	\$ 515,941.00	\$ 10,579.05	\$ 5,293.31	\$ 306.50	\$ 505,361.95	\$ 4,986.81

FN1 - Approved as part of Final Fee Application.

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Third - Sixth Fee Period Applications Recommended for Deferral:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Third Interim Fee Period (February 1 - May 31, 2018)								
	<i>Investment Banker and Financial Advisor to FOMB</i>							
1	Citigroup Global Markets Inc. [Dkt. No. 4020]	2/01 - 5/31/2018	\$ 1,803,571.43		\$ 40,912.98			
Fourth Interim Fee Period (June 1 - September 30, 2018)								
	<i>Financial Advisors to Commonwealth</i>							
2	Ankura Consulting Group, LLC [Dkt. No. 4358]	6/01 - 9/30/2018	\$ 2,373,633.63		\$ 199,003.27			
	<i>Financial Advisors to PREPA</i>							
3	Ankura Consulting Group, LLC [Dkt. No. 1048 (17-04780)]	6/01 - 9/30/2018	\$ 2,779,593.00		\$ 216,596.27			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
4	Citigroup Global Markets Inc. [Dkt. No. 4897]	6/01 - 9/30/2018	\$ 1,975,000.00		\$ 20,450.63			
	<i>Debtors' Financial Advisor</i>							
5	Deloitte Financial Advisory Services LLP [Dkt. No. 8520]	6/01 - 9/30/2018	\$ 3,021,163.10		\$ 116,696.34			
	<i>Financial Advisor and Investment Banker to AAFAF</i>							
6	Rothschild & Co US Inc. [Dkt. No. 8512] - THIRD IFA	10/01/2018 - 2/28/2019	\$ 2,540,000.00		\$ -			
Fifth Interim Fee Period (October 1, 2018 - January 31, 2019)								
	<i>Financial Advisors to Commonwealth</i>							
7	Ankura Consulting Group, LLC [Dkt. No. 8454]	10/1/2018 - 1/31/2019	\$ 3,223,148.50		\$ 181,809.03			
	<i>Financial Advisors to PREPA</i>							
8	Ankura Consulting Group, LLC [Dkt. No. 1137 (17-04780)]	10/1/2018 - 1/31/2019	\$ 3,080,936.50		\$ 228,902.66			
	<i>Puerto Rico Counsel for PREPA</i>							
9	Cancio Nadal Rivera & Diaz P.S.C. [Dkt. No. 5810 and 17-04780 Dkt. No. 1133]	10/1/2018 - 1/31/2019	\$ 541,280.00		\$ 756.22			
	<i>Independent Forensic Analysis Team to FOMB</i>							
10	Duff & Phelps LLC [Dkt. No. 5800; amended Dkt. No. 8450]	11/1/2018 - 1/31/2019	\$ 1,914,104.50		\$ 71,798.08			
	<i>Neutral Vendor for FOMB</i>							
11	EPIQ Corporate Restructuring LLC and EPIQ eDiscovery Solutions [Dkt. No. 5917]	8/14/2018 - 11/30/2018	\$ 148,745.00		\$ 103,537.58			
	<i>Counsel for PREPA</i>							
12	Greenberg Traurig [Dkt. No. 5716 and 17-04780 Dkt. No. 1129]	10/1/2018 - 1/31/2019	\$ 1,040,868.60		\$ 18,115.44			
	<i>Counsel to AAFAF - PREPA</i>							
13-a	O'Melveny & Myers [Dkt. No. 6042 and 1147 (17-04780)]	10/1/2018 - 1/31/2019	\$ 4,076,587.31		\$ 57,507.47			
	<i>Counsel to AAFAF - COFINA</i>							
13-b	O'Melveny & Myers [Dkt. No. 6043]	10/1/2018 - 1/31/2019	\$ 1,412,850.36		\$ 16,394.02			
	<i>Counsel for AAFAF - ERS</i>							
13-c	O'Melveny & Myers [Dkt. No. 6044]	10/1/2018 - 1/31/2019	\$ 188,464.21		\$ 10,558.23			
	<i>Counsel to AAFAF - HTA</i>							
13-d	O'Melveny & Myers [Dkt. No. 6045]	10/1/2018 - 1/31/2019	\$ 180,162.60		\$ 6,214.30			
	<i>Counsel to AAFAF - Commonwealth</i>							
13-e	O'Melveny & Myers [Dkt. No. 6047]	10/1/2018 - 1/31/2019	\$ 4,402,648.26		\$ 136,119.82			
Sixth Interim Fee Period (February 1 - May 31, 2019)								
	<i>Financial Advisors to PREPA</i>							
14	Ankura Consulting Group, LLC [17-4780 Dkt. No. 1604]	2/1 - 5/31/2019	\$ 2,890,183.50		\$ 276,996.38			

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Third - Sixth Fee Period Applications Recommended for Deferral:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Economic Consultant to Proskauer Rose as legal counsel to FOMB</i>							
15	Brattle Group, Inc., The [Dkt. No. 8177]	3/25 - 5/31/2019	\$ 682,490.92		\$ 1,625.67			
	<i>Claims Counsel to FOMB</i>							
16-a	Brown Rudnick LLP [Dkt. No. 7756]	2/1 - 5/31/2019	\$ 4,537,714.50		\$ 212,390.70			
	<i>Claims Counsel to FOMB- PREPA</i>							
16-b	Brown Rudnick LLP [17-04780 Dkt. No. 1512]	2/1 - 5/31/2019	\$ 99,228.00		\$ -			
	<i>Claims Counsel to FOMB- HTA</i>							
16-c	Brown Rudnick LLP [17-03567 Dkt. No. 622]	2/1 - 5/31/2019	\$ 70,730.00		\$ -			
	<i>Financial Advisor to FOMB</i>							
17-a	DiCicco, Gulman & Company LLP [Dkt. No. 8247]	3/1 - 5/31/2019	\$ 1,458,637.50		\$ -			
	<i>Financial Advisor to FOMB- PREPA</i>							
17-b	DiCicco, Gulman & Company LLP [17-4780 Dkt. No. 1510]	3/1 - 5/31/2019	\$ 55,875.00		\$ -			
	<i>Financial Advisor to FOMB- ERS</i>							
17-c	DiCicco, Gulman & Company LLP [17-3566 Dkt. No. 662]	3/1 - 5/31/2019	\$ 26,175.00		\$ -			
	<i>Financial Advisor to FOMB- HTA</i>							
17-d	DiCicco, Gulman & Company LLP [17-3567 Dkt. No. 620]	3/1 - 5/31/2019	\$ 145,725.00		\$ -			
	<i>Independent Forensic Analysis Team to FOMB</i>							
18	Duff & Phelps LLC [Dkt. No. 7997]	2/1 - 5/31/2019	\$ 350,401.50		\$ 8,574.81			
	<i>Financial Advisor to FOMB</i>							
19	Ernst & Young LLP [Dkt. No. 8786]	2/1 - 5/31/2019	\$ 4,505,960.45		\$ 196,914.62			
	<i>Counsel to the Official Committee of Retired Employees</i>							
20	Jenner & Block LLP [Dkt. No. 7967]	2/1 - 5/31/2019	\$ 1,971,702.85		\$ 83,881.88			
	<i>Special Counsel to the FOMB</i>							
21	Luskin, Stern & Eisler LLP [Dkt. No. 7968]	2/1 - 5/31/2019	\$ 152,665.50		\$ 900.41			
	<i>Puerto Rico Counsel to AAFAF</i>							
22	Marini Pietrantonio Muniz LLC [Dkt. No. 8006]	2/1 - 5/31/2019	\$ 195,857.30		\$ 4,793.02			
	<i>Counsel to AAFAF - Commonwealth</i>							
23-a	O'Melveny & Myers [Dkt. No. 8180]	2/1 - 5/31/2019	\$ 2,873,762.15		\$ 244,200.68			
	<i>Counsel to AAFAF - HTA</i>							
23-b	O'Melveny & Myers [17-03567 Dkt. No. 615]	2/1 - 5/31/2019	\$ 85,817.14		\$ 1,037.31			
	<i>Counsel for AAFAF - ERS</i>							
23-c	O'Melveny & Myers [17-03566 Dkt. No. 658]	2/1 - 5/31/2019	\$ 2,292,671.25		\$ 64,457.00			
	<i>Counsel to AAFAF - PREPA</i>							
23-d	O'Melveny & Myers [17-04780 Dkt. No. 1489]	2/1 - 5/31/2019	\$ 4,809,921.59		\$ 129,968.65			
	<i>Puerto Rico Counsel to FOMB</i>							
24	O'Neill & Borges LLC [Dkt. No. 8539]	2/1 - 5/31/2019	\$ 310,485.60		\$ 4,808.81			
	<i>Counsel to the Official Committee of Unsecured Creditors</i>							
25	Paul Hastings LLP [Dkt. No. 8004]	2/1 - 5/31/2019	\$ 8,183,931.00		\$ 182,540.62			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
26	PJT Partners LP [Dkt. No. 8014]	2/1 - 5/31/2019	\$ 5,000,000.00		\$ 333.16			
	<i>Counsel to Debtors' - Commonwealth</i>							
27-a	Proskauer Rose LLP [Dkt. No. 8734]	2/1 - 5/31/2019	\$ 7,846,461.30		\$ 255,078.07			

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Third - Sixth Fee Period Applications Recommended for Deferral:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Counsel to Debtors' - ERS</i>							
27-b	Proskauer Rose LLP [Dkt. No. 8737]	2/1 - 5/31/2019	\$ 2,254,297.80		\$ 49,940.91			
	<i>Counsel to Debtors' - HTA</i>							
27-c	Proskauer Rose LLP [Dkt. No. 8739]	2/1 - 5/31/2019	\$ 342,267.00		\$ 4,108.10			
	<i>Counsel to Debtors' - PREPA</i>							
27-d	Proskauer Rose LLP [Dkt. No. 8743]	2/1 - 5/31/2019	\$ 5,257,162.20		\$ 163,334.07			
	<i>Financial Advisor to the Official Committee of Unsecured Creditors</i>							
28	Zolfo Cooper, LLC [Dkt. No. 8003]	2/1 - 5/31/2019	\$ 2,210,319.00		\$ 4,564.13			

EXHIBIT F

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re

THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,

As a representative of

THE COMMONWEALTH OF PUERTO RICO
et al.,

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

**Re: ECF Nos. 5791 [Case No. 17-03284
Dkt. No. 625], 7408, 7409, 7410, 7412**

Hearing date: October 30, 2019 at 9:30 a.m. (AST)
Objections filed: none

**OMNIBUS ORDER AWARDING FINAL ALLOWANCE OF COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES FOR COFINA FINAL FEE PERIOD**

This matter coming before the Court on the final fee applications (together 5791 [Case No. 17-03284 Dkt. No. 625], 7408, 7409, 7410, and 7412 the (“**Applications**”)) indicated as “Recommended for Approval” on the attached **Exhibit A**, pursuant to sections 316 and 317 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), Pub. L. No. 114-187, §§ 316, 317, 130 Stat., 549, 584-85 (2016), and Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the U.S. Bankruptcy Court for the District of Puerto Rico, for the interim allowance of certain fees, including all holdbacks and expenses incurred by the Applicants for the specific period of time set forth in each of the Applications (the

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

“**Compensation Periods**”); filed in accordance with the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Dkt. No. 1150] (the “**Interim Compensation Order**”); the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 1715] (the “**First Amended Interim Compensation Order**”); the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 3269] (the “**Second Amended Interim Compensation Order**”); the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 1416] (the “**Fee Examiner Order**”); and the *First Amended Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 3324] (the “**First Amended Fee Examiner Order**”); and the Court having reviewed the Applications and/or the report filed by the Fee Examiner with respect to the Applications [*see* Dkt. No. ____]; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to PROMESA section 306(a); and (b) notice of the Applications and the hearing thereon being adequate under the circumstances; and (c) all parties with notice of the Applications having been afforded the opportunity to be heard on the Applications, and no objections having been filed; now therefore

IT IS HEREBY ORDERED THAT:

1. The applications listed on the attached **Exhibit A** are GRANTED on a final basis with the adjustments outlined therein. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay, on a final basis, to the applicants listed on **Exhibit A** 100 percent of the fees and 100 percent of the expenses listed under the columns “Final Fees Recommended for Approval.”

2. Pursuant to the Fee Examiner's report, the final fee applications listed on **Exhibit C** of the report, [Dkt. Nos. 640 [Case No. 17-3284], 642 [Case No. 17-3284], 7341 [Case No. 17-3284 Dkt. No. 639], 7428 [Case No. 17-3284 Dkt. No. 644], 7717, 7973, and 8512] remain adjourned for consideration at a later hearing date.

SO ORDERED.

Dated: October ____, 2019

LAURA TAYLOR SWAIN
United States District Judge

21369008.2

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

FINAL Fee Applications Recommended for Approval:

	Applicant	Compensation Period	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments		Final Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Final Fees Recommended for Approval	Final Expenses Recommended for Approval
	<i>Advisor FOMB - COFINA</i>								
1	Alvarez & Marsal [Dkt. No. 5791 and 17-03284 Dkt. No. 625]	8/9/2018 - 2/12/2019	\$ 614,175.75	\$ 1,417.50		\$ -	\$ -	\$ 612,758.25	\$ -
	<i>Special Municipal Bankruptcy Counsel for COFINA Agent</i>								
2	Klee Tuchin Bofdanoff & Stern LLP [Dkt. No. 7410]	7/31/2017 - 2/12/2019	\$ 2,549,727.72	\$ 45,428.27	FN1	\$ 54,611.61	\$ -	\$ 2,504,299.45	\$ 54,611.61
	<i>Puerto Rico Counsel for COFINA Agent</i>								
3	Nilda M. Navarro-Cabrer [Dkt. No. 7412]	8/16/2017 - 2/12/2019	\$ 361,478.75	\$ -		\$ 3,805.46	\$ -	\$ 361,478.75	\$ 3,805.46
	<i>COFINA Agent</i>								
4	Whyte, Bettina [Dkt. No.7408]	8/3/2017 - 2/12/2019	\$ 1,098,223.50	\$ 2,680.00		\$ 40,397.88	\$ -	\$ 1,095,543.50	\$ 40,397.88
	<i>Counsel to COFINA Agent</i>								
5	Willkie Farr & Gallagher LLP [Dkt. No. 7409]	8/3/2017 - 2/12/2019	\$ 14,322,076.14	\$ 189,717.96		\$ 1,234,047.92	\$ 1,244.69	\$ 14,132,358.18	\$ 1,232,803.23

FN1 - Klee Tuchin has agreed to waive its claim for post-effective date final fee application preparation charges totaling \$10,000.00 and interim and final fee applications preparation charges totaling \$32,500.00 which were not included in the final fee request or this adjustment.

EXHIBIT G

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re

**THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,**

As a representative of

**THE COMMONWEALTH OF PUERTO RICO
et al.,**

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

**Re: ECF Dkt. Nos. 5783, 5802 [Case
No. 17-4780 Dkt. No. 1132], 5804, 5805
[Case No. 17-3567 Dkt. No. 543], 6296,
7439, 7959 [Case No. 17-4780 Dkt.
No. 1460], 7970, 7972, 7976, 7977, 7978,
7982, 7987 [Case No. 17-4780 Dkt.
No. 1462], 7988 [Case No. 17-03566 Dkt
No. 650], 7989, 7992 [Case No. 17-03567
Dkt. No. 607], 7994, 8008, 8009 [Case
No. 17-3567 Dkt. No. 610], 8010 [Case
No. 17-4780 Dkt. No. 1463], 8011, 8016,
8204, 8295**

**Hearing date: October 30, 2019 at 9:30 a.m. (AST)
Objections filed: ECF No. 8862 Re: ECF
No. 8450 [Amending Dkt. No. 5800]**

**OMNIBUS ORDER AWARDING INTERIM ALLOWANCE OF COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES FOR THE SIXTH COMPENSATION PERIOD FROM
FEBRUARY 1, 2019 THROUGH MAY 31, 2019**

This matter coming before the Court on the interim fee applications (together 5783, 5802 [Case No. 17-4780 Dkt. No. 1132], 5804, 5805 [Case No. 17-3567 Dkt. No. 543], 6296,

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

7439,7959 [Case No. 17-4780 Dkt. No. 1460], 7968, 7970, 7972, 7976, 7977, 7978, 7982, 7987 [Case No. 17-4780 Dkt. No. 1462], 7988 [Case No. 17-3566 Dkt No. 650], 7989, 7992 [Case No. 17-3567 Dkt. No. 607], 7994, 8006, 8008, 8009 [Case No. 17-3567 Dkt. No. 610], 8010 [Case No. 17-4780 Dkt. No. 1463], 8011, 8016, 8204, 8295 the (“**Applications**”)) indicated as “Recommended for Approval” on the attached **Exhibit D**, pursuant to sections 316 and 317 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA), Pub. L. No. 114-187, §§ 316, 317, 130 Stat., 549, 584-85 (2016), and Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the U.S. Bankruptcy Court for the District of Puerto Rico, for the interim allowance of certain fees, including all holdbacks and expenses incurred by the Applicants for the specific period of time set forth in each of the Applications (the “**Compensation Periods**”); filed in accordance with the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Dkt. No. 1150] (the “**Interim Compensation Order**”); the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 1715] (the “**First Amended Interim Compensation Order**”); the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 3269] (the “**Second Amended Interim Compensation Order**”); the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 1416] (the “**Fee Examiner Order**”); and the *First Amended Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 3324] (the “**First Amended Fee Examiner Order**”); and the Court having reviewed the Applications and/or the report filed by the Fee Examiner with respect to the Applications [*see* Dkt. No. ____]; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to PROMESA section 306(a); and (b) notice of the

Applications and the hearing thereon being adequate under the circumstances; and (c) all parties with notice of the Applications having been afforded the opportunity to be heard on the Applications, and no objections having been filed; now therefore

IT IS HEREBY ORDERED THAT:

1. The Applications are GRANTED on an interim basis, to the extent set forth on the attached **Exhibit D**.

2. Each of the Applicants is allowed (a) interim compensation for services rendered during the Compensation Periods and (b) interim reimbursement for actual and necessary expenses incurred during the Compensation Periods, each in the respective and adjusted amounts set forth on the attached **Exhibit D**, including, except as otherwise indicated, any and all holdbacks.

3. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay each of the Applicants 100 percent of the fees and 100 percent of the expenses listed on **Exhibit D** under the columns “Interim Fees Recommended for Approval” and “Interim Expenses Recommended for Approval,” respectively, for services rendered and expenses incurred during the Compensation Periods.

4. Pursuant to the Fee Examiner’s report, the interim fee applications listed on **Exhibit E** of the report, [Dkt. Nos. 615 [Case No. 17-3567], 620 [Case No. 17-3567], 622 [Case No. 17-3567], 658 [Case No. 17-3566], 662 [Case No. 17-3566], 1048 [Case No. 17-4780], 1137 [Case No. 17-4780], 1489 [Case No. 17-4780], 1510 [Case No. 17-4780], 1512 [Case No. 17-4780], 1640 [Case No. 17-4780], 4020, 4358, 4897, 5716 [Case No. 17-4780 Dkt. No. 1129], 5800 [Amended Dkt. No. 8450], 5810 [Case No. 17-4780 Dkt. No. 1133], 5917, 6042 [Case No. 17-4780 Dkt. No. 1147], 6043, 6044, 6045, 6047, 7756, 7967, 7968, 7997, 8003,

8004, 8006, 8014, 8177, 8180, 8247, 8454, 8512, 8520, 8539, 8734, 8737, 8739, 8743, 8786]

remain adjourned for consideration at a later hearing date.

SO ORDERED.

Dated: October ____, 2019

LAURA TAYLOR SWAIN
United States District Judge

21368188.1

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Fifth - Sixth Interim Fee Period Applications Recommended for Approval:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Fifth Interim Fee Period (October 1, 2018 - January 31, 2019)							
<i>Financial Advisors to Commonwealth</i>							
1	Conway MacKenzie [Dkt. No. 7439]	11/1/2018 - 2/28/2019	\$ 4,000,000.00	\$ -	\$ -	\$ -	\$ 4,000,000.00
<i>Special Municipal Bankruptcy Counsel for COFINA Agent</i>							
2	Klee Tuchin Bofdanoff & Stern LLP [Dkt. No. 5783]	10/1/2018 - 2/12/2019	\$ 279,280.50	\$ -	\$ 379.61	\$ -	FN1
<i>Consulting Services Provider to FOMB - PREPA</i>							
3-a	McKinsey & Company, Inc. [Dkt. No. 5802 and 17-04780 Dkt. No. 1132]	10/1/2018 - 1/31/2019	\$ 2,960,000.00	\$ -	\$ -	\$ -	\$ 2,960,000.00
<i>Consulting Services Provider to FOMB - Commonwealth</i>							
3-b	McKinsey & Company, Inc. [Dkt. No. 5804]	10/1/2018 - 1/31/2019	\$ 5,670,000.00	\$ -	\$ -	\$ -	\$ 5,670,000.00
<i>Consulting Services Provider to FOMB - HTA</i>							
3-c	McKinsey & Company, Inc. [Dkt. No. 5805 and 17-03567 Dkt. No. 543]	10/1/2018 - 1/31/2019	\$ 1,240,000.00	\$ -	\$ -	\$ -	\$ 1,240,000.00
<i>Puerto Rico Counsel to FOMB</i>							
4	O'Neill & Borges LLC [Dkt. No. 6296]	10/1/2018 - 1/31/2019	\$ 418,754.85	\$ 24,898.15	\$ 6,604.94	\$ 208.55	\$ 393,856.70
Sixth Interim Fee Period (February 1 - May 31, 2019)							
<i>Advisor to FOMB - Commonwealth</i>							
5-a	Alvarez & Marsal North America, LLC [Dkt. No. 7982]	2/1 - 5/31/2019	\$ 1,771,056.00	\$ 10,860.64	\$ 14,074.58	\$ 75.48	\$ 1,760,195.36
<i>Advisor to FOMB - ERS</i>							
5-b	Alvarez & Marsal North America, LLC [Dkt. No. 7988 and 17-03566 Dkt. No. 650]	2/1 - 5/31/2019	\$ 489,325.50	\$ -	\$ -	\$ -	\$ 489,325.50
<i>Advisor to FOMB - HTA</i>							
5-c	Alvarez & Marsal North America, LLC [Dkt. No. 7992 and 17-03567 Dkt. No. 607]	2/1 - 5/31/2019	\$ 143,892.00	\$ -	\$ -	\$ -	\$ 143,892.00
<i>Puerto Rico Counsel for the Official Committee of Retired Employees</i>							
6	Bennazar, Garcia & Milian, C.S.P. [Dkt. No. 7972]	2/1 - 5/31/2019	\$ 329,182.50	\$ 2,672.50	\$ 572.79	\$ -	\$ 326,510.00
<i>Puerto Rico Local Conflicts Counsel to Special Claims Committee</i>							
7	Cardona Fernandez, Ileana C. [Dkt. No. 8204]	2/1 - 5/31/2019	\$ 2,205.00	\$ -	\$ -	\$ -	\$ 2,205.00
<i>Puerto Rico Counsel to the Official Committee of Unsecured Creditors</i>							
8	Casillas, Santiago & Torres, LLC [Dkt. No. 8011]	2/1 - 5/31/2019	\$ 498,096.50	\$ 2,924.00	\$ 16,319.32	\$ -	\$ 495,172.50
<i>Puerto Rico Counsel to Special Claims Committee</i>							
9	Estrella, LLC [Dkt. No. 8295]	2/1 - 5/31/2019	\$ 176,076.00	\$ 6,594.05	\$ 1,403.00	\$ 370.00	\$ 169,481.95
<i>Chief Financial Advisor to PREPA</i>							
10	Filsinger Energy Partners, Inc. [Dkt. No. 7987 and 17-4780 Dkt. No. 1462]	2/1 - 5/31/2019	\$ 3,773,793.20	\$ -	\$ 302,943.47	\$ -	\$ 3,773,793.20
<i>Financial Advisor to the Official Committee of Retired Employees</i>							
11	FTI Consulting, Inc. [Dkt. No. 7970]	2/1 - 5/31/2019	\$ 1,013,373.50	\$ 62,000.00	\$ 8,153.93	\$ -	\$ 951,373.50
<i>Special Litigation Counsel to the Official Committee of Unsecured Creditors</i>							
12	Genovese Joblove and Battista, P.A. [Dkt. No. 7994]	4/16 - 5/31/2019	\$ 691,742.25	\$ 33,835.20	\$ 10,373.05	\$ 6,524.49	\$ 657,907.05
<i>Counsel for FOMB</i>							
13	Gierebolini & Carroll Law Offices, PSC [Dkt. No. 8016]	2/1 - 5/31/2019	\$ 19,504.00	\$ 520.00	\$ 520.00	\$ -	\$ 18,984.00

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Fifth - Sixth Interim Fee Period Applications Recommended for Approval:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Information Agent to the Official Committee of Retired Employee</i>							
14	Marchand ICS Group [Dkt. No. 7978]	2/1 - 5/31/2019	\$ 101,092.00	\$ -	\$ 12,028.72	\$ -	\$ 101,092.00	\$ 12,028.72
	<i>Consulting Services Provider to FOMB - Commonwealth</i>							
15-a	McKinsey & Company, Inc. [Dkt. No. 8008]	2/1 - 5/31/2019	\$ 5,670,000.00	\$ -	\$ -	\$ -	\$ 5,670,000.00	\$ -
	<i>Consulting Services Provider to FOMB - HTA</i>							
15-b	McKinsey & Company, Inc. [Dkt. No. 8009 and 17-03567 Dkt. No. 610]	2/1 - 5/31/2019	\$ 1,240,000.00	\$ -	\$ -	\$ -	\$ 1,240,000.00	\$ -
	<i>Consulting Services Provider to FOMB - PREPA</i>							
15-c	McKinsey & Company, Inc. [Dkt. No. 8010 and 17-4780 Dkt. No. 1463]	2/1 - 5/31/2019	\$ 2,960,000.00	\$ -	\$ -	\$ -	\$ 2,960,000.00	\$ -
	<i>Counsel to the FOMB</i>							
16	Munger, Tolles & Olson LLP [Dkt. No. 7989]	8/1-31, 2018 10/1/2018 - 5/31/2019	\$ 687,648.73	\$ 29,222.41	\$ 15,666.19	\$ 3,741.63	\$ 658,426.32	\$ 11,924.56
	<i>Special Debt Financing Counsel for PREPA</i>							
17	Norton Rose Fulbright US LLP [Dkt. No. 7959 and 17-04780 Dkt. No. 1460]	2/1 - 5/31/2019	\$ 381,780.00	\$ 3,819.20	\$ -	\$ -	\$ 377,960.80	\$ -
	<i>Financial Advisor to the Mediation Team</i>							
18	Phoenix Management Services, LLC [Dkt. No. 7977]	2/4 - 6/2/2019	\$ 91,366.00	\$ 555.00	\$ 2,343.20	\$ -	\$ 90,811.00	\$ 2,343.20
	<i>Actuaries and Consultants to the Official Committee of Retired Employees</i>							
19	Segal Consulting [Dkt. No. 7976]	2/1 - 5/31/2019	\$ 515,941.00	\$ 10,579.05	\$ 5,293.31	\$ 306.50	\$ 505,361.95	\$ 4,986.81

FN1 - Approved as part of Final Fee Application.